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c Pr20 St. Augustine's Seminary Act, 1983

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CHAPTER Pr20

An Act respecting St. Augustine's Seminary of Toronto

Assented to June 21st, 1983

Whereas St. Augustine's Seminary of Toronto, herein called the Charter Corporation, hereby represents that it was founded by the Roman Catholic Archbishop of Toronto in 1913 in its present location in the Borough of Scarborough, in The Municipality of Metropolitan Toronto; that the Charter Corporation was incorporated by letters patent, dated the 15th day of September, 1914, for the purpose of the training of priests of the Roman Catholic Church; that the letters patent of the Charter Corporation were amended on the 15th day of May, 1962; that the Charter Corporation has conducted and maintained an institution of learning since 1913 and is a founding member of the Toronto School of Theology; and whereas the applicant hereby applies for special legislation providing for the modification of its organization, government and administration, and enlarging and increasing its powers, rights and privileges; and whereas it is expedient to grant the application;

Preamble

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1.—(1) In this Act,

Interpre-
tation

- (a) "Academic Council" means the Academic Council of the Seminary;
- (b) "academic officer" means a person who directs an academic program of the Seminary;
- (c) "administrative officer" means an employee of the Seminary so designated by the Board;
- (d) "administrative staff" means those persons employed by the Seminary, other than the President-Rector, the academic officers, the administrative officers and the members of the faculty;

- (e) "Archbishop" means the Archbishop of the Archdiocese;
- (f) "Archdiocese" means the Roman Catholic Archdiocese of Toronto;
- (g) "Board" means the Board of Governors of the Seminary;
- (h) "Charter Corporation" means St. Augustine's Seminary of Toronto as it existed immediately before the coming into force of this Act;
- (i) "full-time members of the faculty" means those members of the faculty so designated by the Board;
- (j) "members of the faculty" means those persons employed by the Seminary who hold the rank of professor, lecturer, instructor or senior librarian;
- (k) "President-Rector" means the chief executive officer of the Seminary;
- (l) "Seminary" means St. Augustine's Seminary of Toronto as established by subsection 2 (1);
- (m) "student" means a person registered at the Seminary for full or part-time study in a program that leads to a degree or certificate;
- (n) "year" means the membership year of the Board and of the Academic Council.

Application
of
R.S.O. 1980,
c. 95

Re-incor-
poration

(2) The *Corporations Act* applies to the Seminary, except to the extent that it is inconsistent with this Act.

2.—(1) The members of the Board from time to time are hereby constituted a body corporate with perpetual succession and a common seal under the name of "St. Augustine's Seminary of Toronto".

Rights and
liabilities
continued

(2) The property, rights, privileges and powers of the Charter Corporation are hereby continued and vested in the Seminary, and the liabilities of the Charter Corporation together with the benefits and burdens of all contracts and covenants of the Charter Corporation are hereby continued in and assumed by the Seminary.

By-laws,
etc.,
continued

(3) Subject to this Act, all by-laws, orders, regulations, resolutions and appointments of the Charter Corporation shall con-

tinue as by-laws, orders, regulations, resolutions and appointments of the Seminary until amended, repealed or revoked.

(4) The Charter Corporation is dissolved on the day this Act comes into force.

Dissolution
of Charter
Corporation

3.—(1) The Board of Governors, until reconstituted in accordance with subsection (2), shall consist of His Eminence Gerald Emmett Cardinal Carter, Roman Catholic Archbishop of Toronto, the Most Reverend Aloysius M. Ambrozic, the Most Reverend Leonard J. Wall and Reverend Brian D. Clough.

First
members
of the Board

(2) Within twelve months after the coming into force of this Act, the Board shall be reconstituted to consist of,

Composition
of Board

- (a) the Archbishop, the Senior Vicar General of the Archdiocese, the Chancellor of the Archdiocese, the President-Rector of the Seminary, the Director of Permanent Deacons in the Archdiocese and the Dean of Studies of the Seminary, who shall be *ex officio* members; and
- (b) eight members of whom at least four are to be lay persons not otherwise connected with the Seminary, elected by the Board for a term of two years.

(3) The Board may by by-law provide for the election and retirement, in rotation, of elected members of the Board.

Staggered
terms

(4) No person shall be elected as a member of the Board unless the person is a Canadian citizen.

Canadian
citizenship

(5) Subject to subsection (6), a member of the Board is eligible for re-election except that no such member shall serve for more than three consecutive terms, but on the expiration of two years after having served the third of three consecutive terms, such person shall again be eligible for membership on the Board.

Term of
office

(6) The limit of three consecutive terms referred to in subsection (5) does not include service on the Board,

Idem

- (a) for the balance of an unexpired term for a person who becomes a member of the Board under subsection (7); or
- (b) for a term reduced under subsection (3).

Vacancies

(7) Where a vacancy occurs for any reason among the elected members of the Board before the term for which the person was elected has expired, the Board, in its sole discretion, shall determine whether the vacancy is to be filled and, if so, the person elected by the Board to fill such vacancy shall hold office for the remainder of the term of the person whose membership is vacant.

Chairman
and
Chancellor

(8) The Archbishop shall be the Chairman of the Board and Chancellor of the Seminary and he may designate,

- (a) any member of the Board to assume any or all of the duties and powers of either or both of the offices of Chairman of the Board and Chancellor of the Seminary; or
- (b) any person to assume any or all of the duties and powers of the office of Chancellor of the Seminary.

Idem

(9) During a vacancy in the office of the Archbishop, all duties and powers of the Chairman of the Board and Chancellor of the Seminary shall be assumed by the person who, in accordance with the provisions of canon law, is elected Vicar Capitular of the Archdiocese or appointed Apostolic Administrator.

Powers
of Board

(10) The government, conduct, management and control of the Seminary and of its revenues, property, expenditures, business and affairs are vested in the Board and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the Seminary including, without limiting the generality of the foregoing, the power,

- (a) to enact by-laws for the conduct of its affairs;
- (b) to establish and terminate programs and courses of study;
- (c) after consideration of the recommendations, if any, of the Academic Council and with the approval of the Chairman of the Board, to appoint the President-Rector;
- (d) to appoint, promote, suspend and remove the administrative officers of the Seminary and the members of the administrative staff;
- (e) to appoint and promote members of the faculty and academic officers, but,

- (i) the appointment of academic officers and the appointment and promotion of full-time members of the faculty shall be on the recommendation of the Academic Council, and
 - (ii) the appointment of temporary or part-time faculty shall be made by the Board;
 - (f) to grant tenure and leave and to suspend and remove the academic officers and members of the faculty;
 - (g) to delegate such of its powers under clauses (d), (e) and (f) as it considers proper to the President-Rector or to such other officer or employee of the Seminary as may be recommended by the President-Rector;
 - (h) to appoint an executive committee and such other committees as it may deem advisable and delegate to any such committee any of its powers but where any power to act for the Board is delegated to a committee, a majority of the members of the committee shall be members of the Board;
 - (i) to federate or affiliate the Seminary with any other institution of higher learning and to terminate such federation or affiliation;
 - (j) to appoint a member or members of the Board or any other person or persons, to execute on behalf of the Board,
 - (i) documents and other instruments in writing generally, or
 - (ii) specific documents and other instruments in writing,
- and to affix the corporate seal of the Seminary thereto;
- (k) to borrow money for the purposes of the Seminary, with the permission of the Chairman of the Board, and give security therefor on such terms and in such amounts as it may deem advisable;
 - (l) to invest all money that comes into its hands that is not required to be expended for any purpose to which it lawfully may be applied, subject always to any express limitations or restrictions on investment powers, imposed by the terms of the instruments cre-

ating any trust as to the same, in such manner as it considers proper and, except where a trust instrument otherwise directs, combine moneys belonging to various trusts in its care into a common trust fund;

- (m) to establish and collect fees and charges for tuition and for services of any kind offered by the Seminary and collect fees and charges on behalf of any entity, organization or element of the Seminary; and
- (n) to establish from time to time the membership year of the Board.

Auditors

R.S.O. 1980,
c. 405

4. The Board shall appoint one or more public accountants licensed under the *Public Accountancy Act* to audit, at least annually, the accounts and transactions of the Seminary.

Report to
Minister

5.—(1) The Board shall make a financial report annually to the Minister of Colleges and Universities in such form and containing such information as the Minister may require.

Idem

(2) The Minister shall submit the report to the Lieutenant Governor in Council and shall then lay the report before the Assembly if it is in session or, if not, at the next ensuing session.

Annual
report

(3) The Board shall make available to the public an annual report, including an annual financial report, in such form and manner as the Board may determine.

Academic
Council

6.—(1) There shall be an Academic Council of the Seminary composed of,

- (a) the President-Rector, the Vice-Rector and the president of the Seminary student body, who shall be *ex officio* members;
- (b) such academic officers or administrative officers of the Seminary as may be appointed by the Academic Council;
- (c) the full-time members of the faculty; and
- (d) such students as may be elected from among themselves by ballot.

Student
members

(2) The Academic Council shall by by-law determine the number of students to be elected to the Academic Council and the manner and procedure for the election of such students.

(3) The term of office for a student member shall be one year. Idem

(4) The President-Rector shall be Chairman of the Academic Council and the Vice-Rector shall be the Vice-chairman. Chairman,
Vice-
chairman

7. The Academic Council has, subject to the approval of the Board with respect to the expenditure of funds and subject to subsection 3 (10), the power to determine the academic policy of the Seminary and, without limiting the generality of the foregoing, has the power, Powers of
Academic
Council

- (a) to enact by-laws for the conduct of its affairs;
- (b) to recommend to the Board the appointment of the President-Rector and academic officers and the appointment and promotion of the full-time members of the faculty;
- (c) to make recommendations to the Board with respect to the establishment and termination of programs and courses of study;
- (d) to determine the curricula of all programs and courses of study, the standards of admission to the Seminary and continued registration therein and the qualifications for graduation;
- (e) to conduct examinations, appoint examiners and decide all matters relating thereto;
- (f) to award fellowships, scholarships, bursaries, medals, prizes and other marks of academic achievements;
- (g) to grant degrees in theology, including honorary degrees;
- (h) to appoint such committees as it may consider advisable and delegate to any such committees any of its powers; and
- (i) to establish from time to time the membership year of the Academic Council.

8.—(1) Subject to subsections (2) and (3), the meetings of the Board and of the Academic Council shall be open to the public and prior notice of the meetings shall be given to the members of the Board or the Academic Council, as the case may be, and to the public in such manner as the Board and Meetings
open to
public

the Academic Council by by-law shall respectively determine, and no person shall be excluded from a meeting except for improper conduct as determined by the Board or the Academic Council, as the case may be.

Meetings
in camera

(2) Where a matter confidential to the Seminary is to be considered at a meeting of the Board or Academic Council, the part of the meeting concerning such matter may be held *in camera*.

Idem

(3) Where a matter of a personal nature concerning an individual may be considered at a meeting of the Board or Academic Council, the part of the meeting concerning such individual shall be held *in camera* unless there is a mutual agreement to the contrary by the Board or the Academic Council, as the case may be, and such individual.

By-laws
open for
inspection

9.—(1) The by-laws of the Board and of the Academic Council shall be open to examination by the public during normal business hours.

Publication

(2) The Board and the Academic Council shall publish their by-laws from time to time in such manner as they may respectively consider proper.

Objects

10. The objects and purposes of the Seminary are,

- (a) the advancement of learning and the dissemination of knowledge; and
- (b) the intellectual, spiritual, social, moral and physical development of the members of the student body and faculty and the betterment of society.

Property
of Charter
Corporation

11. All property heretofore or hereafter granted, conveyed, devised or bequeathed to the Charter Corporation, the Board or the Seminary or any of its divisions or departments or to any person in trust for or for the benefit of any of the foregoing, subject to any trust affecting the same, vests in the Seminary.

Power
to hold
property

12. The Seminary has the power to purchase or otherwise acquire, take or receive, by deed, gift, bequest or devise, and to hold, possess and enjoy any estate or property whatsoever, whether real or personal, and to sell, grant, convey, mortgage, lease or otherwise dispose of the same or any part thereof or any interest therein from time to time and as occasion may require, and to acquire other estate or property in addition thereto or in place thereof.

13. Upon dissolution of the Seminary and after payment of all debts and liabilities, the remaining property of the Seminary shall be distributed or disposed of to the Roman Catholic Episcopal Corporation for the Diocese of Toronto, in Canada, and any property which by virtue of a devise or bequest would have, but for the dissolution, vested in the Seminary shall vest in the Roman Catholic Episcopal Corporation for the Diocese of Toronto, in Canada. Dissolution

14.—(1) The Seminary shall be carried on without the purpose of gain for its members and any profits or other accretions to the Seminary shall be used in promoting its objects and purposes. Application of funds, etc.

(2) The property of the Seminary shall be applied solely for its objects and purposes. Idem

15. This Act comes into force on the day it receives Royal Assent. Commencement

16. The short title of this Act is the *St. Augustine's Seminary Act, 1983*. Short title

